

VISIT...

LANZAROTE
Caliente.COM

MARVEL
COMICS



\$1.25 US

\$1.60 CAN

47

MAR

UK 85p

APPROVED
BY THE
COMICS
CODE



AUTHORITY

WHAT IF... **MAGNETO™**

TOOK OVER
THE
USA

PART 2
OF 2



ROUGH

SMITH
&
AKIN

THE CAPITOL BUILDING
ON THE NATIONAL MALL
IN WASHINGTON, D.C. . . .

IT'S AN ACHINGLY BEAUTIFUL
DAY-- THE SUN IS BRIGHT,
THE AIR FRESH AND SWEET--
THE KIND OF DAY THAT MAKES
VIOLENCE AND WAR SEEM
LIKE IMPOSSIBILITIES.

DON'T BE
FOOLED

STRIKE,
MY MUTANT
LEGION!

AND REMEMBER--
THE CAUSE WE
FIGHT FOR TODAY IS
NOTHING LESS--

--THAN THE
SURVIVAL
OF THE
MUTANT
RACE
ITSELF!



HEADS UP,
HEROES--

WHAT A TRAGEDY,
THAT IT HATH
COME TO THIS.

I'M REMINDED OF
THE WORDS JOHN BARKER
SAID TO HIS MEN AT
LEXINGTON ON APRIL 19, 1775.

'STAND YOUR GROUND, DON'T
FIRE UNLESS FIRED UPON, BUT
IF THEY MEAN TO HAVE A WAR--

--HERE
THEY
COME.

I REMEMBER
THE REST, CAP. "IF
THEY MEAN TA
HAVE A WAR--

--LET IT
BEGIN HERE!"



I AM
THE WATCHER
AND THIS IS NOT
THE WORLD
YOU KNOW.

RATHER, IT IS ONE
OF THE COUNTLESS
ALTERNATE REALITIES
THAT I AM RESPONSIBLE
FOR MONITORING -
ONE I HAVE GAZED INTO
RECENTLY AND NOW
OBSERVE AGAIN.

FOR HISTORY HAS
TAKEN A *DRAMATIC*
DIVERGENCE IN
THIS REALITY - A
DIVERGENCE THAT WILL
SHAKE THE WORLD
TO ITS VERY
FOUNDATIONS.

WITNESS...

STAN LEE
PRESENTS:

WHAT IF MARVEL STATES?

THE BATTLE BETWEEN
AMERICA'S SUPER HEROES
AND MAGNETO'S MUTANT
ARMY IS BRUTAL AND
MERCILESS. NO QUARTER
IS ASKED OR GIVEN.



HOW CAN YOU
DO IT? HOW
CAN YOU BETRAY
YOUR COUNTRY
THIS WAY?

YOU HURT
MY PEOPLE,
SURFACE
CREATURE!
AND FOR
THAT--

--SUNDER
WILL AVENG
YOU!

YOU'VE ALWAYS MADE
US **BIG STRONG GUYS**.
LOOK GOOD, THOR--YOU'RE
KINDA A **ROLE MODEL**.
FER ME. SO SORRY
ABOUT THIS--

--BUT MAGNETO
SAYS TO TAKE
YOU DOWN, AND
THAT'S WHAT
I'M GONNA DO!

FUNNY THING ABOUT
**INVISIBLE FORCE-
FIELDS**, MRS. RICHARDS.
LIGHT--EVEN FOCUSED
LIGHT, LIKE MINE--

YOUR PHOTONIC
POWERS ARE IDEAL
AGAINST MY WIFE,
DAZZLER.

--NOW GO AHEAD--
TRY THEM ON
THE **LEADER OF
THE FANTASTIC
FOUR**--

UHH...
CAN'T
BREATHE...

--PASSES
RIGHT
THROUGH
THEM!

UHH--!

SUE!

IF YOU'D TAKEN THIS TO
THE **COURTS**, AVALANCHE--
I'D BE FIGHTING ON YOUR SIDE!
MUTANTS ARE ENTITLED
TO THE **FULL PROTECTION**
OF THE LAW!

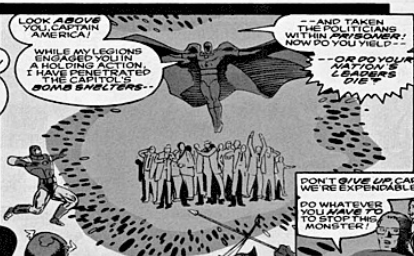
NUKNA--!

BUT
TERRORISM--

--TERRORISM
IS NEVER
THE ANSWER!



WHERE'S
MAGNETO?
THERE'S
BEEN NO
SIGN OF HIM
FOR TEN
MINUTES.



LOOK ABOVE
YOU, CAPTAIN
AMERICA!

WHILE MY LEGIONS
ENGAGED YOU IN
A HOLDING ACTION,
I HAVE PENETRATED
THE CAPITOL'S
BOMB SHELTERS--

--AND TAKEN
THE POLITICIANS
WITHIN PRISONER!
NOW DO YOU YIELD--

--OR DO YOUR
NATION'S
LEADERS
DIE?



DON'T GIVE UP CAP!
WE'RE EXPENDABLE!

DO WHATEVER
YOU HAVE TO
TO STOP THE
MONSTER!



LET ME AT HIM!
HIS MAGNETIC
FIELD WON'T STOP
MY NOVA BLAST!

JUST GET ME UP
THERE-- I'LL TEAR
HIM LIMB FROM--

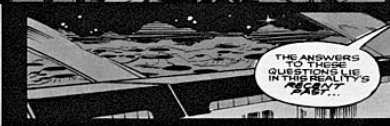
MISTER FANTASTIC'S
RIGHT, I'M SORRY.
MR. VICE PRESIDENT--

--BUT
MAGNETO'S
WOW--FOR
NOW!

NO, TORCH.
THING--STAY BACK!
WE CAN'T RISK IT!



HOW DID THIS
DESPERATE
SITUATION COME
TO PASS? WHY ARE
MUTANT HEROES LIKE
SUNSPOT
AND GAFFLER
FIGHTING ON
THE SIDE OF
MAGNETO?



THE ANSWERS
TO THESE
QUESTIONS LIE
IN THIS REALITY'S
RECENT
PAST...

...AND A FATEFUL RIFT
BETWEEN PROFESSOR
XAVIER AND
THE MAN CALLED CABLE...

YOUR HYSTERICAL
DEVOTION TO
APPEARANCE
IS DOOMING
THE MUTANTS.
XAVIER! IT'S TIME WE
TOOK A STAND FOR
OURSELVES.

CABLE, I CONSIDER
YOU AS GREAT A
MENACE AS MAGNETO
EVER WAS. EVERY TIME
YOU TAKE PUBLIC ACTION,
YOU SET THE MUTANT
CAUSE BACK
DECADES.

SEE LAST
ISSUE FOR ALL
THE DETAILS--
CRAIG

X-MEN--
IF CABLE WILL
NOT SURRENDER,
TAKE HIM
BY FORCE!

CABLE AND THE NEW MUTANTS
ESCAPED-- AND THEN CABLE
RETAILED, IN THE ONLY WAY
HE KNEW HOW.

VIOLENTLY
AND
PERMANENTLY.

THE REPERCUSSIONS OF HIS ACTIONS
TORE THE X-MEN APART-- WITH
ONE FACTION REMAINING TRUE
TO XAVIER'S IDEAL OF PEACE
AND JUSTICE--

--AND THE OTHER
OUT FOR REVENGE.

WOLVERINE'S FACTION FOUND
THE BLOODY RETRIBUTION
IT SOUGHT--

CHUCK

--BUT AT A
GREAT COST.

UNCHECKED, THE EVIL
MUTANTS OF
THE WORLD RAN RIOT--

--FANNING THE FLAMES
OF ANTI-MUTAN HATRED
ACROSS THE NATION--

--AND UNITING TO SHATTER
WHAT REMAINED OF
THE X-MEN.

BUT THE VIOLENCE
DIDN'T STOP THERE.
A LONG, FORTH-
TENSION HAD ERUPTED
INTO OPEN WARFARE--

STINKIN' MUTIES!
DESTROYIN'
OUR HOMES--
KILLIN' OUR KIDS--!
GET 'EM!!

WE'VE
SAVED THEIR
LIVES DOZENS
O' TIMES--
IS HOW WE'RE
REPAID?

STAY BACK! RACHEL
NEVER DID ANYTHING
TO HURT YOU-- AND YOU'VE
BEATEN HER WITHIN AN
INCH OF HER LIFE!

FOR PITY'S
SAKE, ISN'T
THAT
ENOUGH!

--AND NOTHING, IT
SEEMED, WOULD SAVE
EARTH'S MUTANTS FROM
THIS UNLEASHED FURY.

NOTHING
THAT IS
UNTIL--

NEAR ME, MUTANT
LIBERATION FORCE!
OUR RACE'S ONLY HOPE
IS TO UNITE-- TO BECOME
AN ANY STRONG ENOUGH
TO DEFEND OURSELVES
AGAINST THOSE WHO
WOULD SLAY US!

YOUR LEADER
STRYFE DID NOT
AGREE. HE
IS DEAD.

UNITY OR
DEATH, MUTANTS--
NOT AT MY HANDS,
BUT AT THOSE OF
THE HUMANS.

MAKE
YOUR
CHOICE.

MAGNETO PROVIDED
THE MUTANTS WITH
A RALLYING POINT-- WITH
A LEADER STRONG ENOUGH,
AND BOLD ENOUGH
TO GIVE THEM MORE.

AND FACED WITH A HOSTILE WORLD,
THE MUTANTS-- HERO AND VILLAIN
ALIKE-- JOINED HIM.

FIRST
CABLE--
NOW
THIS...

TO SAVE
MY LIFE, I
WILL DO
ANYTHING.

IT AIN'T
FAIR! ALL
I EVER WANTED
WAS CASH!

I WISH THERE
WAS ANOTHER
CHOICE-- BUT
THERE ISN'T.

YOU WANT
US, MAGNETO--

--WE'RE
YOURS.

AND WHAT OF
THOSE MUTANTS WHO
REMAIN ON THEIR OWN--
THOSE WHO STILL THINK
OF THEMSELVES
AS X-MEN?

LET US
SEE...

STORM'S GROUP OF FOLLOWERS
HAS DWINDLED THROUGH
DEATH AND DESERTION...

POLARIS AND SRYN
ARE MISSING AS WELL--
EITHER THEY HAVE FLED,
OR THEY'VE GONE TO
JOIN MAGNETO.

AND WHO
CAN BLAME
THEM?

I ASK
SO
MUCH--

--AND ALL I OFFER IN
RETURN IS DEATH.

ALL I WANTED WAS TO STOP
THE KILLING, COLOSSUS,
BUT IT IS TOO LATE NOW
FOR FORGE--

--TOO LATE.
I FEAR FOR
ALLOFUS.

AND AS FOR
WOLVERINE'S
GROUP...

NO ONE
WALKS
AWAY!

EVERYONE GOES
DOWN--
PERMANENTLY!

GUARD
ME, MY NASTY
BOYS! QUICKLY,
BEFORE--

--UHH!



WHO'S
NEXT?
COME
ON--

--WHO'S
READY TO
DIE?

THEY'RE ALL DEAD
ALREADY. MR. SINISTER,
HARRIS, RICHES--
ALL OF THEM.

WHEN'S IT
GOING TO END,
WOLVERINE?

NEVER!



SLIME LIKE
THIS KILLED
THE PROFESSOR,
JEAN--
JUBILEE--

--SO WE DON'T
STOP TAKIN' IT TO
THEM-- UNTIL WE'RE
IN THE FLAMIN'
MORQUE!



THIS STARTED AS
A ONE-SHOT DEAL--
GETTING CABLE FOR
WHAT HE DID. NOW
IT'S A RESCUE
MISSION.

WELL, I'M OUT OF
IT. I'M GOING
TO FIND
STORM.



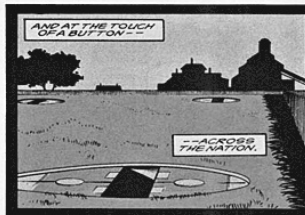
YOU--

--YOU--



AND AS
PSYLOCKE
STALKS OUT,
THOSE WHO
REMAIN
WONDER!

WOLVERINE'S
BLOODLUST WAS
OVERWHELMED
HIM BEFORE--
IS HE SO FAR
GONE NOW THAT
HE'LL NEVER FIND
THE WAY OUT?

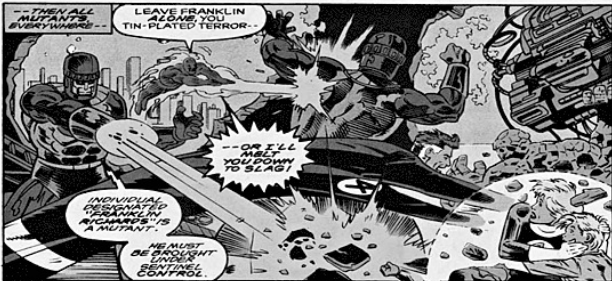


THE SENTINELS COME!

PREPARED IN
SECRET DURING
THE PAST MONTHS
OF VIOLENCE AND
UNREST, THEY HAVE
BUT ONE PURPOSE:

TO SEEK OUT
THE MUTANT THREAT
TO AMERICA'S SECURITY,
WHEREVER IT
MAY LIE--

-- AND TO ELIMINATE IT!





FOR A TIME, IT SEEMS
THE SENTINELS ARE
EVERYWHERE.

OUR IMPERATIVES
WILL BE SATISFIED
BY YOUR CAPTURE,
MUTANTS--IT IS
NOT NECESSARY TO
LOSE YOUR OWN
TERMINATION.

MUTANT DESIGNATED
"ARCHANGEL" TERMINATED.
MUTANT DESIGNATED
"NAVOG" TERMINATED.

YOU WOULDN'T
UNDERSTAND IT IF
I EXPLAINED IT
TO YOU, PAL!

YOU'VE NEVER
BEEN FREE--NEVER
EVEN BEEN ALIVE!
HOW WOULD YOU--

--KUNNN!

WARREN!

STOP
IT!

STOP TICKIN'
OFF NAMES LIKE
WE'RE NOTHIN' BUT
GUTS A' MAAT!
WE'RE PEOPLE!



MUTANT DESIGNATED "ICEMAN"
NEUTRALIZED. THIS UNIT WILL
SECURE HIM FOR TRANSPORTATION.



THIS AIN'T
A FIGHT--
IT'S A FAMIN'
SHOOTING
GALLERY!

BUT I'M
NO SITTIN'
DUCK!

ALERT!
ALERT!

MUTANT
ESCAPING!

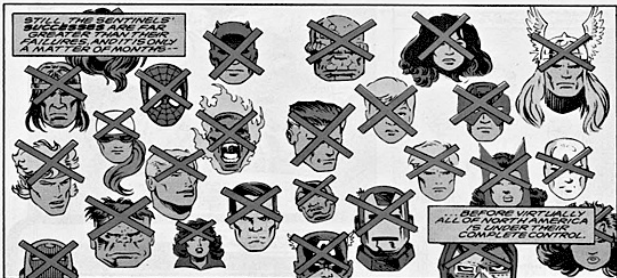


-- I'M COMIN' BACK.

YOU BET I
AM. BY THE TIME
YOU BLAST YOUR
WAY IN HERE, I'LL
BE LONG
GONE.

BUT
DON'T
WORRY--





BUT AS THIS GOES ON, THE SEARCH FOR ROGUE MUTANTS CONTINUES...



SCANNING SWEEP PASSING ABOVE. I THINK THEY'RE FAR ENOUGH AWAY THAT I CAN SHIELD US.

COLOSSUS SACRIFICED HIMSELF SO THAT WE COULD ESCAPE PSYLOCKE--

-- BUT IF ALL WE DO IS HIDE LIKE *WRIGHTENED RATS*, IT'S ONLY A MATTER OF TIME BEFORE WE FALL, TOO.



YOU REALIZE WHAT'S HAPPENING, DON'T YOU?

I HAVEN'T HAD THE DIRECT EXPERIENCE YOU HAVE, BUT YES-- I THINK SO.

THAT NIGHTMARE FUTURE-- THE DOOMSDAY SCENARIO WE'VE ENCOUNTERED SEVERAL TIMES BEFORE--

"--IT'S PLAYING ITSELF OUT IN THE WORLD TODAY!"



"STORM REFERS OF COURSE TO THE LEGS OF MYTHIC PAST," FIRST SEEN IN X-MEN: EVIL.-- CRAIG



AGAINST THIS THREAT, OUR LIVES MEAN NOTHING.

FOR THE SAKE OF ALL LIFE, WHETHER HUMAN OR MUTANT--

-- THE SENTINELS MUST BE STOPPED.



ELSEWHERE...

NO...
NO MORE...

BACK OFF!

YOU LOSERS WANT TO FEEL LIKE YOU'RE A LITTLE HIGHER ON THE FOOD CHAIN BY BEATIN' MUTANTS TO DEATH-- TRY ME!

HAH, THOUGHT SO.



ANH--!

UHH--!

GOOD EVENING,
STORM. PSYLOCKE
HOW NICE OF YOU
TO DROP IN.



SURROUNDED--
BUT HOW?

MY PSIONIC
SENSES
SHOULD
HAVE--



I AM NOT WITHOUT
RESOURCES.
MR. BRADDOCK, AND
I HAVE TELEPATHS
OF MY OWN.

HAVE YOU COME TO
JOIN US--OR ARE YOU
HERE FOR ANOTHER
REASON?



YOU'VE GOT TO MAKE
FACE MAGNET--GET
THEM TO DEACTIVATE
THE SENTINELS!

HAS YOUR
REVERSION TO A
CHILD'S FORM
AFFECTED YOUR MIND,
ORORO?

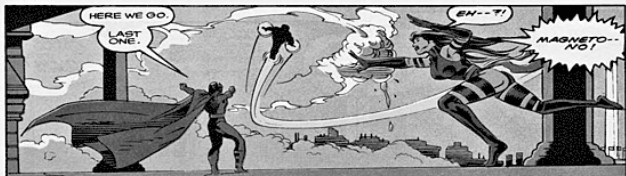
I'LL DO
NO SUCH
THING.

BUT--

YOU
DON'T KNOW
THE HORROR--WHAT'S
COMING--BUT
I DO IT--

AH, THE
ALARM.







AND SO MAGNETO'S
BRIEF REIGNS ENDS.

MILLIONS OF HUMAN
LIVES--SACRIFICED BY
THE SENTINELS IN ORDER
TO DESTROY
A SINGLE OBSTACLE.

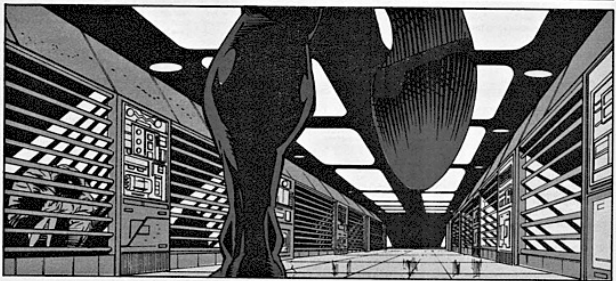
AND WITH
MAGNETO
OUT OF THE WAY,
NOTHING REMAINS
TO HOLD
THE SENTINELS
BACK.

THEY
SWIFTLY MOVE
TO INVADE
SOUTH AMERICA,
AUSTRALIA,
EUROPE.

WITHIN A YEAR,
NO PART OF
THE WORLD IS
SAFE OF
THEIR RULE.

RESISTANCE
HAS BEEN
CRUSHED.

THE RANKS OF THE DEAD--
BOTH HUMAN AND
MUTANT-- HAVE
BECOME LEGION.







THE SENTINELS--
THEY'RE NOT EVEN
REACTING!

'TIS AS
IF THEY'RE
BLIND
TO US.

BUT THEY
MAY NOT BE
DEAF TO US.
LITTLE ONE.

SUNDER
DOES NOT
WISH TO TAKE
THAT
CHANCE.



AWRIGHT--
THAT'S IT. WE'RE
CLEAR.

OKAY.
THEN HOW'S
ABOUT TELLING
US WHAT'S
GOING ON--

--WOLVERINE?

THESE SENTINELS--
THEY WERE BUILT BY
SHAW INDUSTRIES, AS
PART OF PROJECT:
WIDEAWAKE.

YOU REMEMBER
SEBASTIAN SHAW.
NOT ONLY HEAD OF
THE HELLFIRE CLUB
BUT A MUTANT
HIMSELF.

HE DID.
THIS
IS IT.

I FIGURED HE
MUST HAVE BUILT--IN
A ~~SAFE~~--SOME
SORT OF CLOAKING
DEVICE THAT'D KEEP HIM
AND HIS CRONIES
SAFE FROM
THE SENTINELS.

HERE--PUT
THESE ON.
THOSE PRISON
BAGS DON'T
SUIT WHAT I
GOT IN MIND

AND WHAT DO
YE HAVE IN MIND,
WOLVERINE?

IT TOOK WAY TOO MUCH
DEATH AN' MISERY,
BUT IT FINALLY GOT
THROUGH EVEN
MY THICK SKULL.

XAVIER
WAS
RIGHT.

I WAS ALWAYS
THE **LOVE WOLF**--PLAYIN'
OUT MY OWN HAND AN' LEAVIN'
IT TO **OTHERS**, LIKE XAVIER AN'
CYCLOPS, TO HOLD THINGS
TOGETHER.

A REBIRTH
O' SORTS.

XAVIER HAD
A DREAM, OF
PEACE AN'
FREEDOM FOR
EVERYONE--

--AN' HE
DEVOTED
HIS LIFE TO
MAKIN' IT
COME TRUE.

TROUBLE IS, HE'S GONE
NOW, AN' THINGS HAVE
NEVER LOOKED WORSE--
FOR MUTANTS
OR HUMANS.

BUT THERE'S
STILL HOPE--AS
LONG AS SOMEONE'S
WILLIN' TO FIGHT FOR
THAT DREAM.

I'M NOT SAYIN' I CAN TURN
OVER A NEW LEAF--BE
THE LEADER XAVIER WAS--
JUST BY WANTIN' TO, BUT
I'M WILLIN' TO TRY.

THERE'S A **BIG JOB** TO DO--
THE JOB XAVIER LEFT
UNFINISHED WHEN HE
DIED. YOU WANT TO TACKLE
IT WITH ME?

WOLVERINE--

-- YOU GOT
A DEAL.

THE X-MEN LIVE AGAIN!



THESE NEW X-MEN FACE
IMPOSSIBLE ODDS--
A BATTLE TO FREE
A WORLD ENSLAVED.

BUT THEIR VERY EXISTENCE
IN LIGHT OF WHAT THIS WORLD
HAS BEEN THROUGH, IS
A BOLD TESTIMONY TO
THE POWER OF ONE MAN'S
DREAM--AND TO
THE UNDENIABLE
DETERMINATION TO BE FREE.

I KNOW THIS TO BE TRUE--
FOR I AM THE WATCHER.

END.

WHAT IF... NOW!

Editor—Craig Anderson Assistant Editor—Lynaire Brust
MARVEL COMICS GROUP—387 Park Avenue South—New York, New York—10016

Attention Correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Craig,

I dropped a line to tell you what a great job you're doing with this book. I honestly look forward to each issue. Issue #40 was terrific.

I loved the idea Shawn Eames had to have double-sized annuals for sequels to WHAT IF...? that seem to be left hanging or to continue a WHAT IF...? like your "TimeQuake" storyline did (his citing "What If...? Gwen Stacy had Lived?" from issue #24 of the original series is a great example). But devote the entire issue to one story, not ten or twelve like the other annuals. That is VERY annoying.

As for the length of the stories, take as much as you need. Some of the stories you've done could have used an extra issue or two. Don't be afraid to do that. One, two, five or eight. Just make the best story possible.

And while on this topic, how about a five-issue series featuring five different possibilities for a single topic? You've probably thought over several ways to take a topic before choosing one. Why not use them all? This comes from "What If...? The Fantastic Four's Second Child Had Lived?"

Finally, how about a crossover with another title? An example would be AMAZING SPIDER-MAN and WHAT IF...? where the regular character meets himself from another reality? Picture Spider-Man fighting alongside (or against) the Spidey forced to live with his six-arms, possibly even curing him? Or Spidey being whisked away to the reality where he was killed by Kraven! I can hardly contain myself!

Hope I gave you some good ideas. Again, great job, and until Aunt May becomes Captain Universe, make mine Marvel.

Chris Hallum
209 North Prairie St.
Rushford, MN 55971

Great ideas, Chris. We'll think about them. But, you do run into some problems when you start mixing time lines. Just look at what happened to that crazy Michael J. Fox.

Dear What If...?

"What If... Storm Had Remained a Thief?" was one of the best tales this mag has ever told. Normally in What If...?, when on time is different, six million other things are different, too. This story will be a classic.

A few ideas for future issues:

- 1.) What If... John Blaze had Remained Ghost Rider?
 - 2.) What If... Adam Warlock Had Kept the Infinity Gauntlet?
 - 3.) What If... The X-Men Lost the X-Tinction Agenda?
- Thanks for the great stories. Keep up the good work!

Bob Bay
13 Hillshire Gove Lane
Houston, TX 77055

Thanks for the letter, Bob. Hope you like our Ghost Rider tale in issue #45, and that you will like issue #49's "What If... Silver Surfer Had Kept the Infinity Gauntlet?"

Dear Craig,

About issue #40, the one about Storm, it was kinda blah. But it was WHAT IF...? so I enjoyed it. It probably needed some death to spruce it up. Like, Storm suddenly got mad at Nightcrawler for "BAMTing" right in front of her and she fines him on the spot! Nothing makes a WHAT IF...? better than some major death. I know that sounds quite evil, but I am sure that other WHAT IFers will agree with me on this one.

I don't mean to sound pushy or anything, but are you guys planning any WHAT IF...? about the INFINITY GAUNTLET? There could be some very good stories coming out of that! Also, do you guys at Marvel talk to Joe Satriani anymore? Anyways, WHAT IF...? is by far my favorite comic book; keep up the awesome work! And by the way, change the Watcher at the top of the letters page, you can see up his skirt! Also, I personally think that issue #22 about the Silver Surfer and the Fantastic Four was the best issue to date. Hats off to Ron Lim for the amazing art.

Well, make mine Marvel!

Corey Stucke
985 North Water St.
Lomira, WI 53048

Well, you've got to look at it this way. Corey. The same editor who does WHAT IF...? also did THE INFINITY GAUNTLET. What do you think the chances are of that story being a WHAT IF...?.

Dear WHAT IF...? People,

I just read WHAT IF...? #40. I'm a diehard fan of Wolverine. What if I put you guys in a tank in a room, and set Wolverine loose in that room? How dare you guys scare an old guy like Herman Hassel like that? Dudes, great job on the story and art. Nuff said.

Arthur Busby
5-10, 115th St. Unit 2-D
Flushing, NY 11356

Easy, Arthur! That would depend on if the box had once been owned by Harry Houdini.

NEXT ISSUE! Direct from the pages of "Born Again," the most acclaimed Daredevil Tale Paperback of all time, comes "What If Daredevil Had Saved Nuke?" Nuke, the most dangerously psychotic super soldier of all Nukes, the one person who could bring the Kinspin down for all time! And when Bullseye joins the party, it'll be murder! See you in thirty!



Illustration by Ron Lim

U.S. POSTAL SERVICE STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION

(REQUIRED BY 39 U.S.C. 3685)

Title of Publication: WHAT IF...?
18. Publication No.: 004-581
2. Date of Filing: October 4, 1992
3. Frequency of Issue: MONTHLY
4. Issue of Circulation: 12
5. Annual subscription price: \$15.00 (12 issues)
6. Complete mailing address of known office of publication: 387 Park Avenue South, New York, N.Y. 10016
7. Complete mailing address of headquarters or general business office of the publisher: Same
8. Full names and complete mailing address of publisher, editor, and managing editor: Stan Lee, 387 Park Avenue South, New York, N.Y. 10016; Managing Editor: N/A
9. Owner of the publication: If owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. If the publication is published by a nonprofit organization, its name and address must be stated. 100% of Marvel Entertainment Group, Inc. is owned by Marvel Holdings Inc., an affiliate of MacAndrews & Pfenberg Holding, Inc. 98 East 67th Street, New York, N.Y. 10021. The business of Marvel Entertainment Group, Inc. is publicly owned and its shares of stock are traded on the New York Stock Exchange.
10. Known bondholders, mortgages, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities: None
11. For completion by nonprofit organizations authorized to mail at special rates (GSM Section 592.10 only): The purpose, function, and nonprofit status of this organization and the exempt status for Federal income tax purposes: (Check one) ☐ Has not changed during preceding 12 months. ☐ Has changed during preceding 12 months. If changed, publisher must submit explanation of change with this statement.
12. EXTENT AND NATURE OF CIRCULATION
A. Total Copies (Printed and Press run) Average no. of copies each issue during preceding 12 months: 275,306 Actual no. of single issue during preceding 12 months: 275,306
B. Paid and/or requested circulation: 1) Sales through dealers and carter systems and other paid circulation: 148,500 Actual no. of copies each issue during preceding 12 months: 148,500 Actual no. of single issue during preceding 12 months: 148,500
C. Free circulation by mail, carrier, or other means, samples, complimentary and other free copies: Average no. of copies each issue during preceding 12 months: 250 Actual no. of copies of single issue during preceding 12 months: 250
D. Total Distribution (Sum of B and C) Average no. of copies each issue during preceding 12 months: 193,757 Actual no. of copies each issue during preceding 12 months: 193,757 Actual no. of single issue during preceding 12 months: 193,757
E. Total Distribution (Sum of B and C) Average no. of copies each issue during preceding 12 months: 193,757 Actual no. of copies each issue during preceding 12 months: 193,757
F. Total (Sum of D and E) Average no. of copies each issue during preceding 12 months: 275,306 Actual no. of copies each issue during preceding 12 months: 275,306
G. Copies not distributed: Average no. of copies each issue during preceding 12 months: 0 Actual no. of copies each issue during preceding 12 months: 0
H. Total (Sum of F and G) Average no. of copies each issue during preceding 12 months: 275,306 Actual no. of copies each issue during preceding 12 months: 275,306
I. Statement of the accuracy of statements made by the publisher and complete.

(Signed) Diane Rivers—Asst. VP, Subscriptions